

MARVEL
COMICS

COLLECTOR'S
ITEM

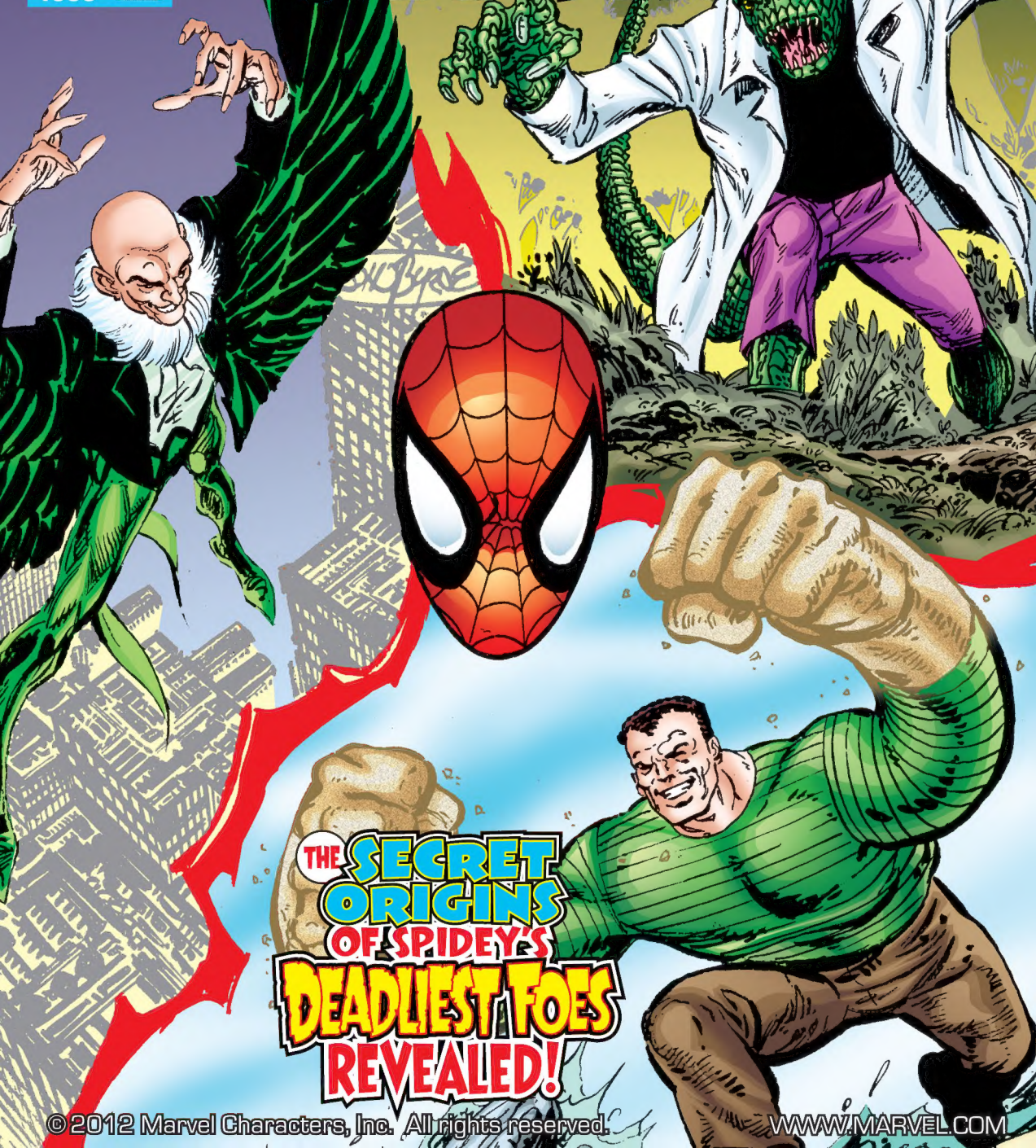
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MAY
1999

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPIDER-MAN

CHAPTER ONE



THE SECRET
ORIGINS
OF SPIDEY'S
DEADLIEST FOES
REVEALED!

Where Walks the LIZARD

MANY MEN
STRIVE TO
UNLOCK
THE HIDDEN
SECRETS
OF THE
UNIVERSE,
SOME WITH
SELFISH
INTENT,
SOME WITH
ONLY THE
BEST
INTERESTS
OF
HUMANITY
AT HEART.

BUT AS WE
WILL LEARN
HERE, THE
BEST
INTENTIONS
CANNOT
GUARANTEE
THE BEST
RESULTS,
AS ONE
MAN'S
QUEST TO
HARNESS
NATURE
UNLEASHES
TERROR
BEYOND
MEASURE
UPON
HIMSELF
AND HIS
UNSUSPECT-
ING FAMILY!

JOHN BYRNE
WRITER, PENCILER,
INKER, LETTERER

CHRISTIE
SCHEELE
COLORIST

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BOB HARRAS
EDITOR IN CHIEF

BASED ON
ORIGINAL
WORKS BY
STAN LEE
AND
STEVE DITKO



OUR SCENE IS THE BEDROOM OF MARTHA AND CURTIS CONNORS, AS NIGHT SHROUDS THEIR SMALL FRAME HOUSE, DEEP IN THE FLORIDA EVERGLADES.

OH-HH!!

WHAT IS IT, DARLING? THE DREAMS AGAIN?

YES--EVERY NIGHT NOW, WORSE AND WORSE.

WHY WON'T YOU TELL ME ABOUT THEM, DARLING? THEY SAY A TROUBLE SHARED IS A TROUBLE HALVED!

IT'S NOT THAT I WON'T TELL YOU, HONEY. IT'S THAT I CAN'T.

THE DREAMS FADE FROM MY MEMORY, ALMOST AS SOON AS I WAKE UP.

IT'S AS IF MY BRAIN CAN'T HOLD ON TO THE IMAGES, AS IF THEY'RE TOO STRANGE, TOO ALIEN.

AND IN THE END, ALL I'M LEFT WITH IS SICKENING FRAGMENTS OF VIOLENCE AND BLOOD!

WHERE DOES A NIGHTMARE BEGIN? THERE CAN BE MANY MOMENTS IN A MAN'S LIFE WHICH SOW THE SEEDS OF TROUBLED DREAMS.

HONEY--ISN'T IT TIME YOU TOOK A LUNCH BREAK?

FOR CURTIS CONNORS ONE SUCH MOMENT MIGHT BE HERE, SIX MONTHS AGO, AS HE WORKS IN HIS PRIVATE LABORATORY...

I CAN'T STOP NOW, DARLING. I THINK I'M ON THE VERGE OF A BREAKTHROUGH!

ARE YOU SURE, CURT? YOU'VE HAD SO MANY DISAPPOINTMENTS...

NO, I CAN'T BE SURE, MARTHA. THIS IS NOT AN EXACT SCIENCE I WORK WITH HERE.

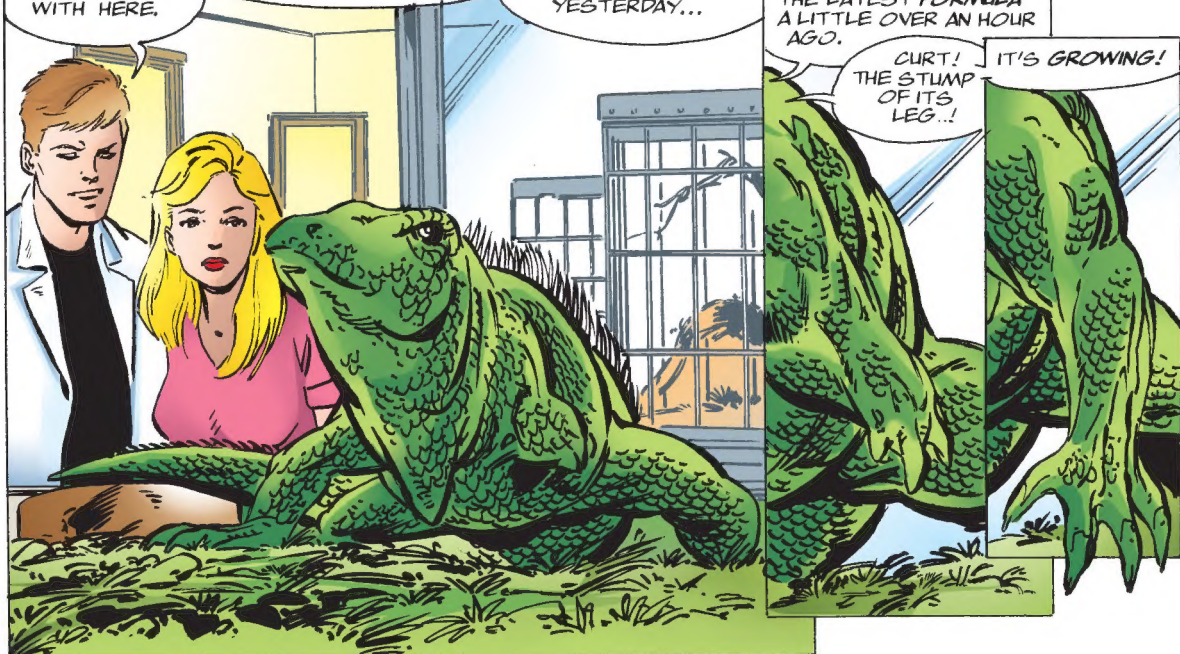
IN FACT, SOMETIMES IT SEEMS MORE LIKE WITCHCRAFT THAN REAL SCIENCE ALTOGETHER!

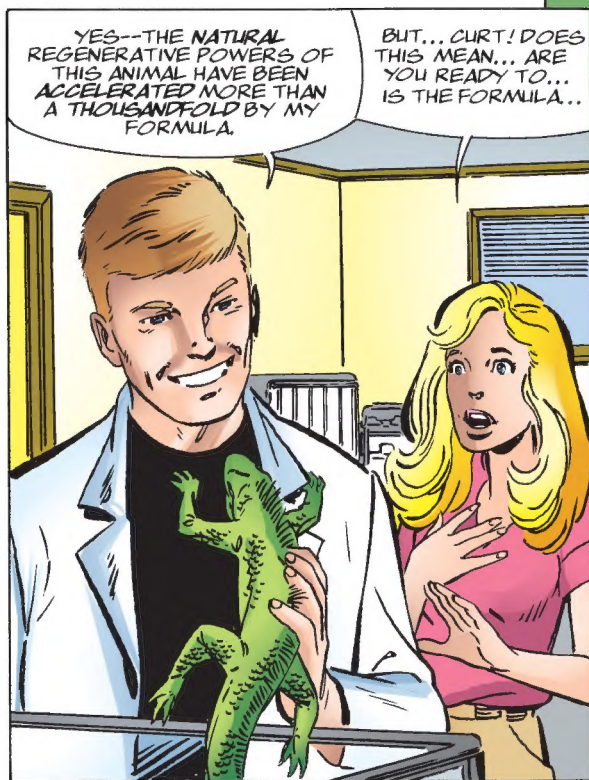
BUT, COME AND LOOK AT MY LATEST TEST SUBJECT. I AMPUTATED THIS IGUANA'S LEG YESTERDAY...

...AND INJECTED IT WITH THE LATEST FORMULA A LITTLE OVER AN HOUR AGO.

CURT! THE STUMP OF ITS LEG...!

IT'S GROWING!





YES--THE NATURAL REGENERATIVE POWERS OF THIS ANIMAL HAVE BEEN ACCELERATED MORE THAN A THOUSANDFOLD BY MY FORMULA.

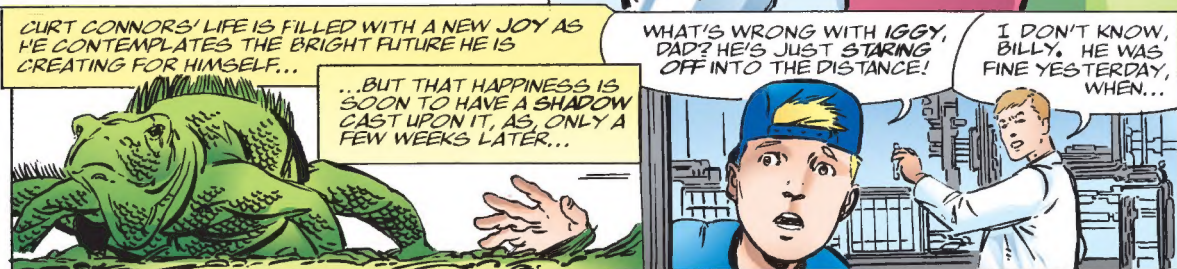
BUT... CURT! DOES THIS MEAN... ARE YOU READY TO... IS THE FORMULA...

...READY FOR USE ON HUMANS?

NO, MARTHA NOT YET. BUT SOON, DARLING, SOON! I COULD CONSERVATIVELY PREDICT THAT WITHIN SIX MONTHS I WILL BE ABLE TO DO SOMETHING I HAVE DREAMED OF SINCE THE DAY WE MET!

I WILL AT LAST BE ABLE TO HOLD YOU IN MY ARMS...

OH-HH, CURT!

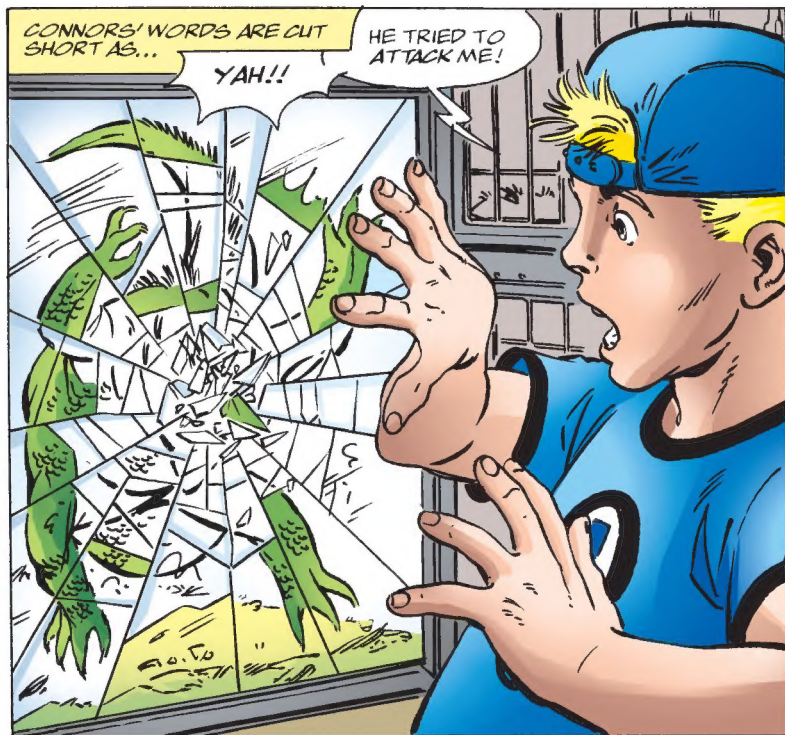


CURT CONNORS' LIFE IS FILLED WITH A NEW JOY AS HE CONTEMPLATES THE BRIGHT FUTURE HE IS CREATING FOR HIMSELF...

...BUT THAT HAPPINESS IS SOON TO HAVE A SHADOW CAST UPON IT, AS ONLY A FEW WEEKS LATER...

WHAT'S WRONG WITH IGGY, DAD? HE'S JUST STARING OFF INTO THE DISTANCE!

I DON'T KNOW, BILLY. HE WAS FINE YESTERDAY, WHEN...



CONNORS' WORDS ARE CUT SHORT AS...

YAH!!

HE TRIED TO ATTACK ME!



HE KNOCKED HIMSELF OUT ON THE GLASS!

WORSE THAN THAT, BILLY! THIS ANIMAL IS DEAD! THE FORCE OF HIS IMPACT WAS SUFFICIENT TO BREAK HIS NECK!

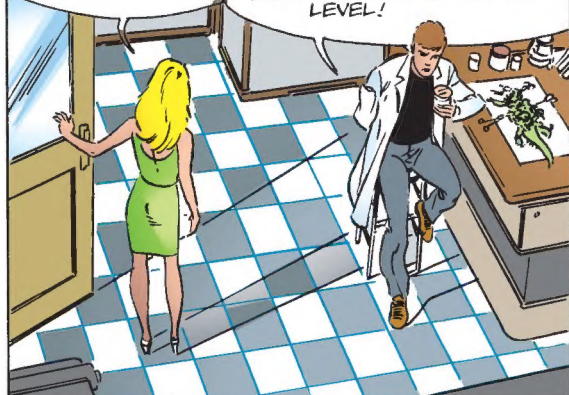
LATER...

BILLY HAS FINALLY STOPPED CRYING, CURT. HE WAS REALLY UPSET ABOUT THAT IGUANA

HAVE YOU FIGURED OUT WHY IT TRIED TO ATTACK HIM?

THE AUTOPSY SHOWED A SLIGHT SWELLING IN THE FOREPART OF ITS BRAIN.

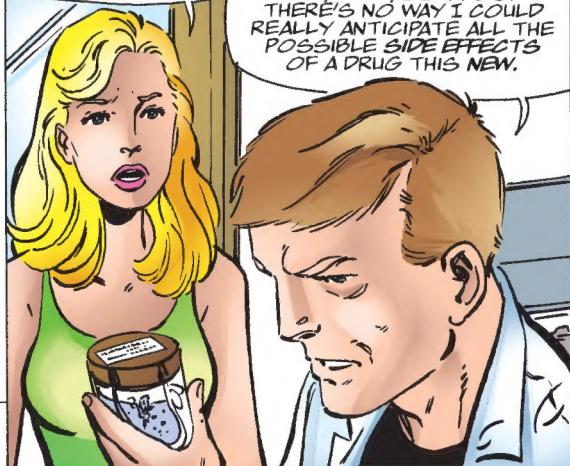
ALMOST AS IF ITS PRIMITIVE LIZARD BRAIN WAS TRYING TO... EVOLVE TO A MAMMALIAN LEVEL!



WAS... WAS IT SOMETHING TO DO WITH YOUR FORMULA, CURT?

IF IT WAS, IT WAS SOMETHING COMPLETELY UNANTICIPATED, HONEY.

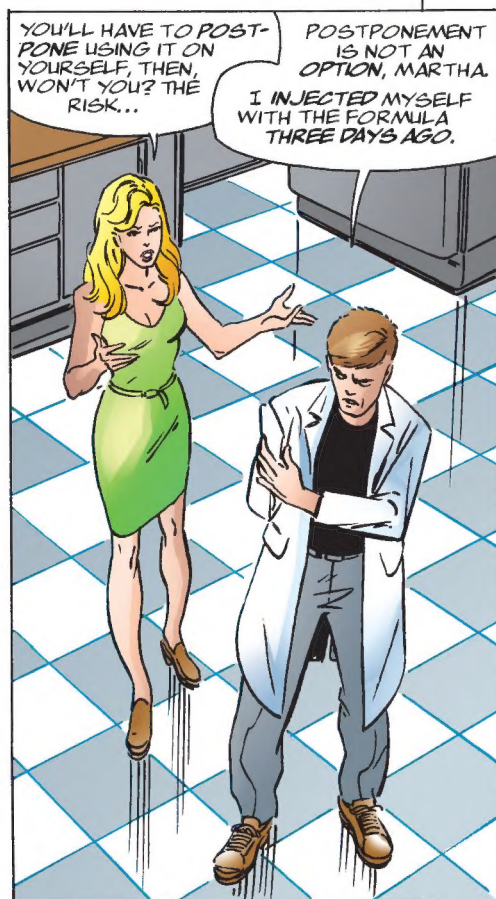
BUT, THEN, I SUPPOSE THERE'S NO WAY I COULD REALLY ANTICIPATE ALL THE POSSIBLE SIDE EFFECTS OF A DRUG THIS NEW.



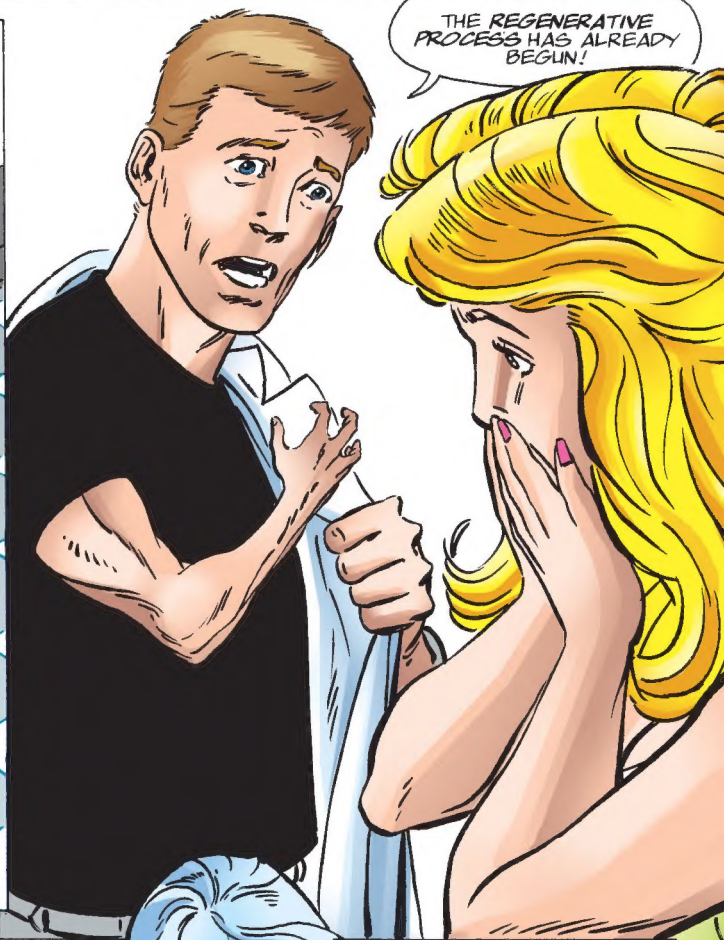
YOU'LL HAVE TO POSTPONE USING IT ON YOURSELF, THEN, WON'T YOU? THE RISK...

POSTPONEMENT IS NOT AN OPTION, MARTHA.

I INJECTED MYSELF WITH THE FORMULA THREE DAYS AGO.



THE REGENERATIVE PROCESS HAS ALREADY BEGUN!



THAT NIGHT, FOR THE FIRST TIME CURT CONNORS' SLEEP IS TROUBLED BY WHAT WILL BECOME A RECURRING NIGHTMARE...

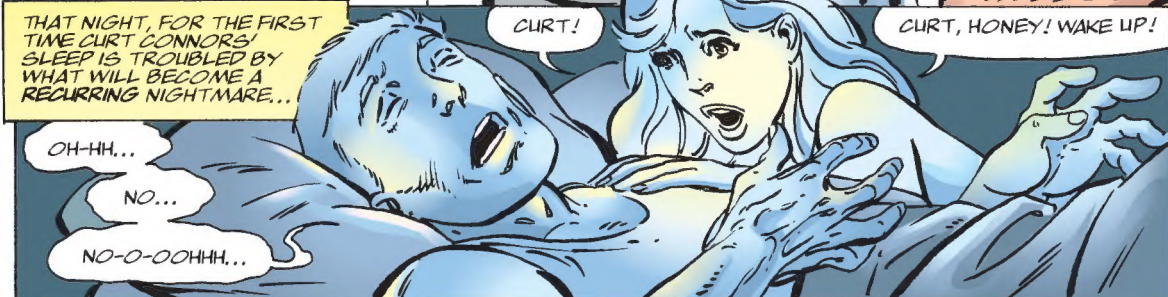
CURT!

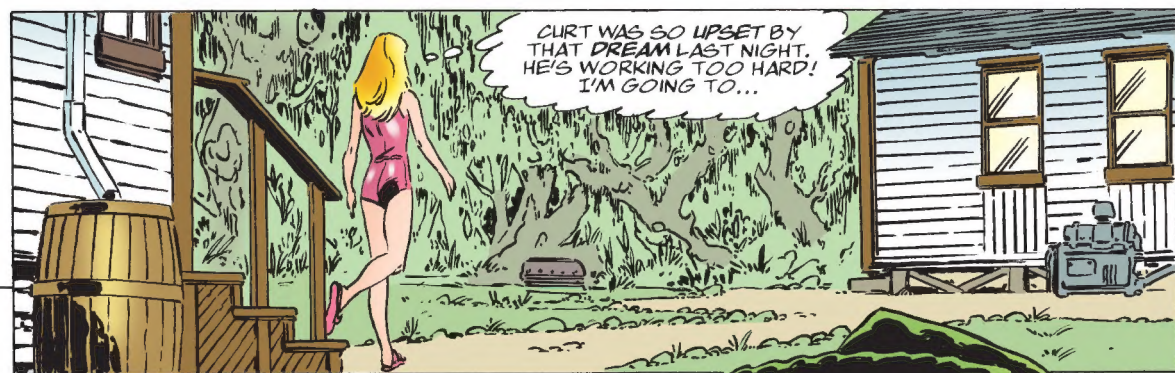
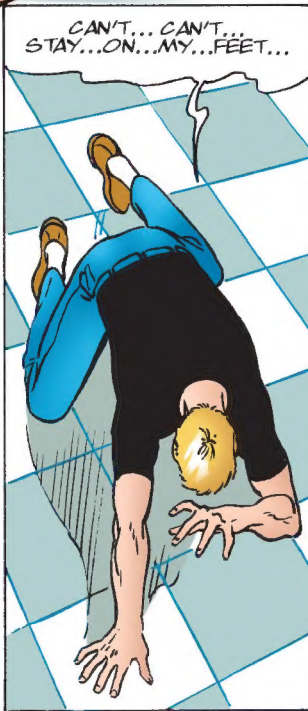
CURT, HONEY! WAKE UP!

OH-HH...

NO...

NO-O-OHHH...







CURT?

CURT!!

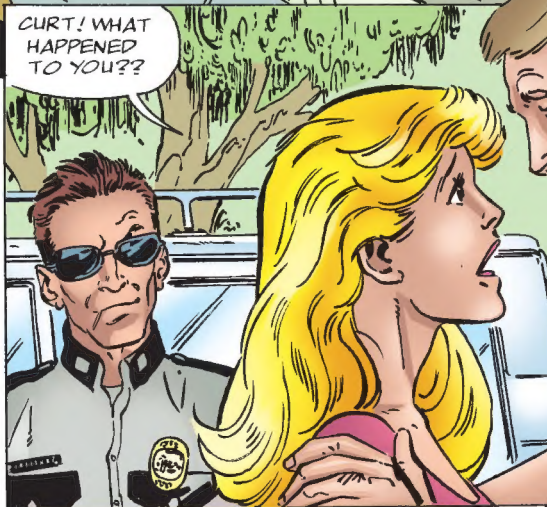
ONE PANICKED CALL TO THE POLICE LATER...

AND IT WAS NOT YOUR HUSBAND'S HABIT TO GO OFF ON HIS OWN, MRS. CONNORS?

NO--SOMETIMES HE AND BILLY WOULD GO DOWNSTREAM TO EXPLORE THE OLD CONQUISTADOR FORT...

...BUT HE'D ALWAYS TELL ME WHEN THEY WERE GOING!

I'M... SORRY TO HAVE... CAUSED SUCH A COMMO-TION.



CURT! WHAT HAPPENED TO YOU??

MY OWN STUPIDITY, DARLING.

SORRY, OFFICERS... ONE OF MY LAB ANIMALS ESCAPED, AND WITHOUT ANY PREPARATION I CHASED AFTER IT!

I GOT LOST IN THE SWAMP, A DOZEN STEPS FROM MY OWN DOOR!

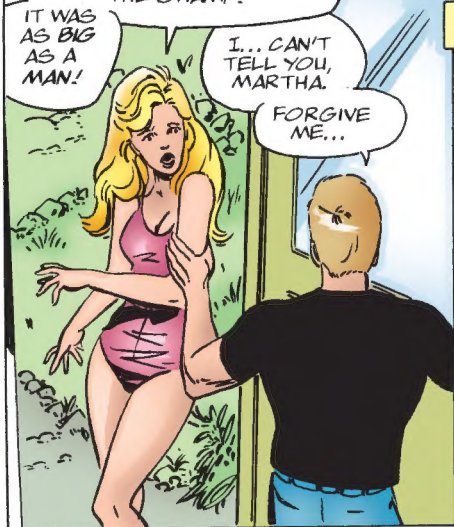
BUT, WHEN THE POLICE HAVE GONE...

WHAT REALLY HAPPENED, CURT? THAT WAS NO LAB ANIMAL I SAW RUNNING INTO THE SWAMP!

IT WAS AS BIG AS A MAN!

I... CAN'T TELL YOU, MARTHA.

FORGIVE ME...



"...I MUST BE ALONE NOW. I MUST WORK!!"

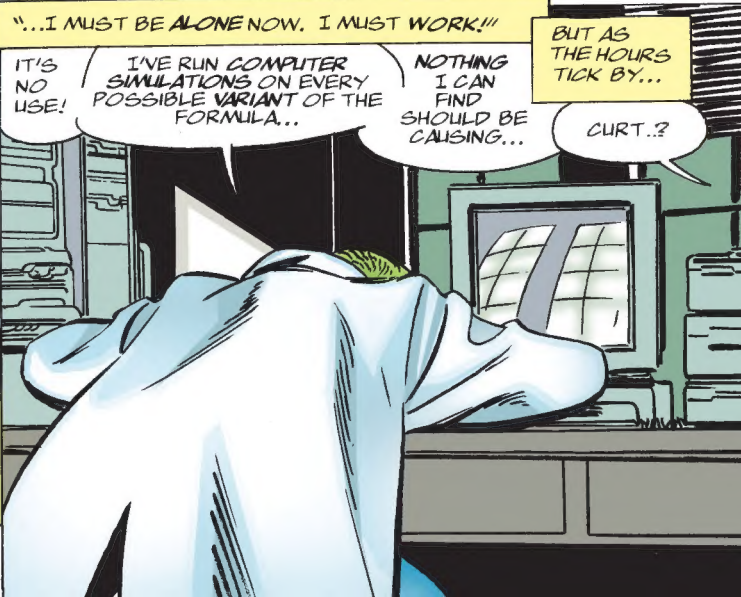
IT'S NO USE!

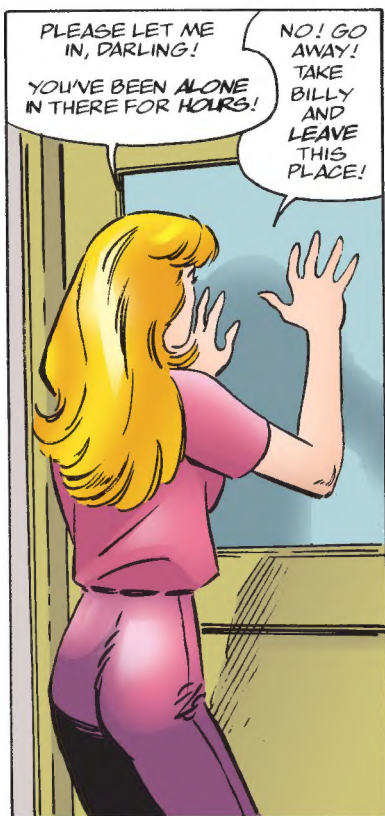
I'VE RUN COMPUTER SIMULATIONS ON EVERY POSSIBLE VARIANT OF THE FORMULA...

NOTHING I CAN FIND SHOULD BE CAUSING...

BUT AS THE HOURS TICK BY...

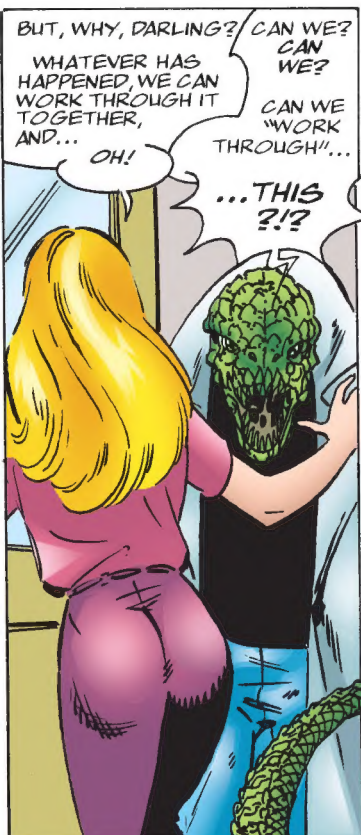
CURT?..





PLEASE LET ME IN, DARLING!
YOU'VE BEEN ALONE IN THERE FOR HOURS!

NO! GO AWAY!
TAKE BILLY AND LEAVE THIS PLACE!



BUT, WHY, DARLING? CAN WE? CAN WE?
WHATEVER HAS HAPPENED, WE CAN WORK THROUGH IT TOGETHER, AND... CAN WE "WORK THROUGH"...

OH!

...THIS ?!?



DON'T YOU SEE? CAN'T YOU UNDERSTAND?
I'M NOT CURTIS CONNORS ANY MORE!

I HAVE BECOME SOMETHING MORE THAN HUMAN! SOMETHING... BETTER THAN HUMAN!

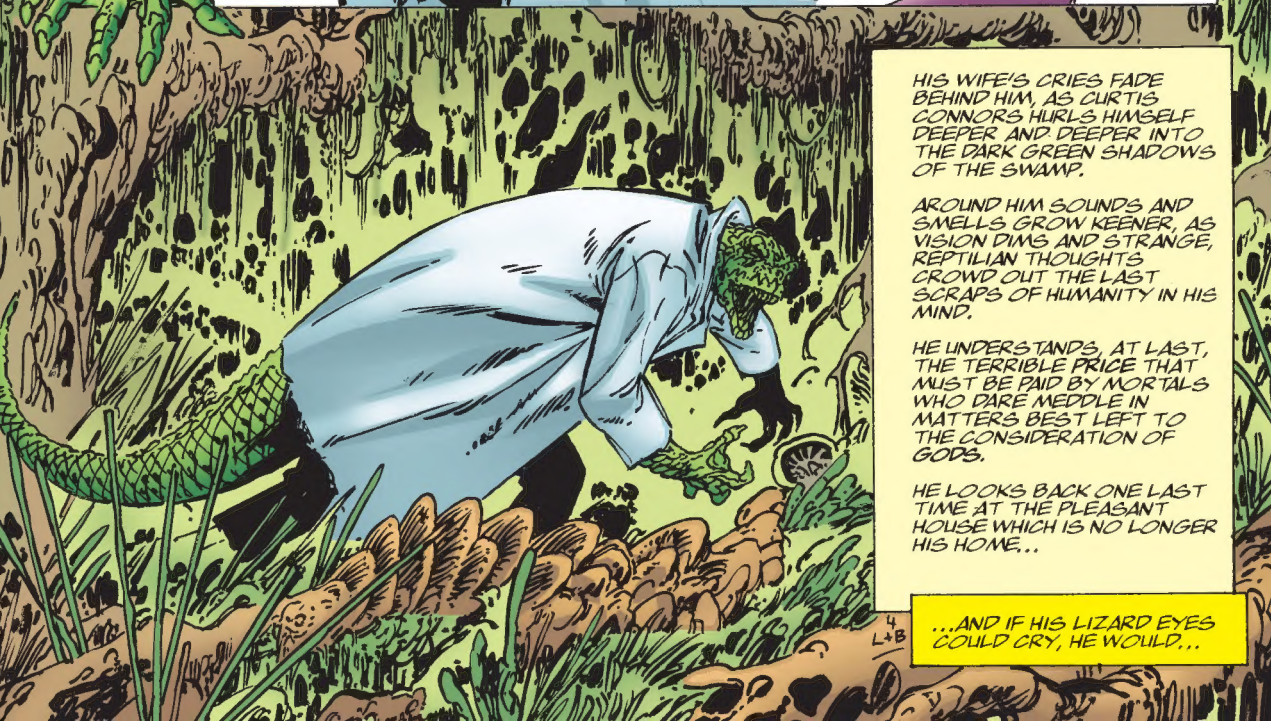
C-CURT...??



NO! NO!! I'VE GOT TO GET AWAY FROM HERE! WHILE I CAN STILL THINK LIKE A MAN!

IT'S THE ONLY HOPE MY FAMILY HAS!

CURT...!!!



HIS WIFE'S CRIES FADE BEHIND HIM, AS CURTIS CONNORS HURLS HIMSELF DEEPER AND DEEPER INTO THE DARK GREEN SHADOWS OF THE SWAMP.

AROUND HIM SOUNDS AND SMELLS GROW KEENER, AS VISION DIMS AND STRANGE, REPTILIAN THOUGHTS CROWD OUT THE LAST SCRAPS OF HUMANITY IN HIS MIND.

HE UNDERSTANDS, AT LAST, THE TERRIBLE PRICE THAT MUST BE PAID BY MORTALS WHO DARE MEDDLE IN MATTERS BEST LEFT TO THE CONSIDERATION OF GODS.

HE LOOKS BACK ONE LAST TIME AT THE PLEASANT HOUSE WHICH IS NO LONGER HIS HOME...

...AND IF HIS LIZARD EYES COULD CRY, HE WOULD...

I AM THE LIVING SANDMAN!

"I'VE CALLED MYSELF BY A LOT OF NAMES IN MY LIFE. I'VE HAD TO. THAT'S JUST THE WAY IT IS, WHEN YOU'RE ON THE RUN."

"AND HOW THE RUNNING STOPPED..."

"BUT THIS IS THE STORY OF HOW I GOT TWO NEW NAMES."

JOHN BYRNE
WRITER, PENCILER,
INKER, LETTERER

BASED ON
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AND
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EDITOR

MADRIDPOOR,
THE GLEAMING
GEMSTONE
OF THE PACIFIC
RIM.

YEAH...
I'LL TELL
YOU MY
STORY.

ALBEIT, A STONE SET IN A
FESTERING MOUND OF
POVERTY AND CRIME.

AND IN A WATERFRONT DIVE
LACKING EVEN A NAME...

WHY NOT?
YOU ALREADY
KNOW SOME
OF IT.

AN' IT MIGHT
BE FUN T' TELL
THE TRUE STORY,
FOR A CHANGE.

"I GREW UP POOR AND ON
THE STREETS. THE WORST
STREET IN THE WORST
NEIGHBORHOOD IN NEW YORK

"NOT THAT I'M SAYIN'
THAT'S AN EXCUSE FOR
WHAT I AM, MIND YOU.

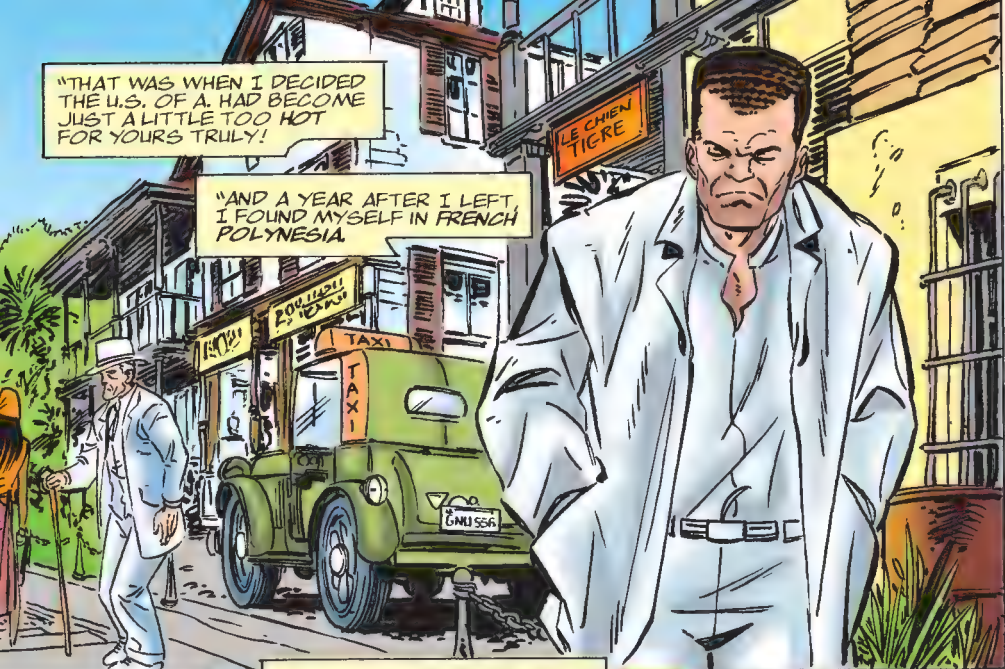
"ANYWAYS, I WAS IN AN'
OUTTA PRISON A DOZEN
TIMES BEFORE I EVEN GOT
OUTTA MY TEENS.

"BY THE TIME I WAS THIRTY
I'D EVEN MADE IT TO THE
F.B.I.'S TEN MOST WANTED
LIST!

"IT MADE ME WHAT I AM--
BUT I LIKE WHAT I AM!

"THAT WAS WHEN I DECIDED
THE U.S. OF A. HAD BECOME
JUST A LITTLE TOO HOT
FOR YOURS TRULY!

"AND A YEAR AFTER I LEFT,
I FOUND MYSELF IN FRENCH
POLYNESIA



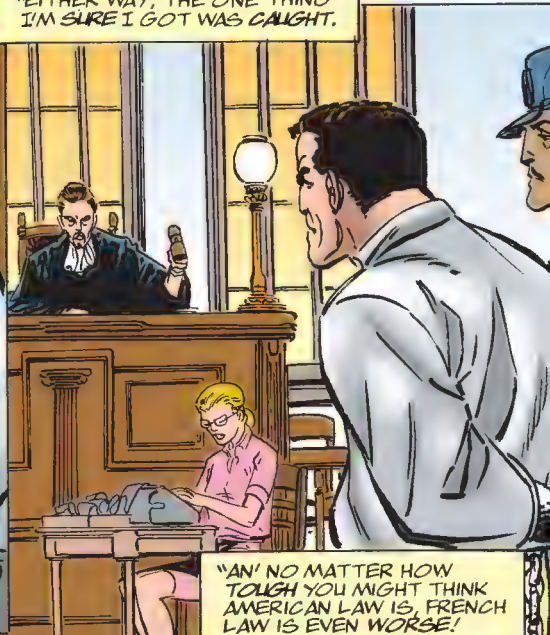
"I ALSO FOUND MYSELF
OUTTA CASH, SO I DECIDED
TO REFILL MY POCKETS
THE EASIEST WAY I KNEW.



"MAYBE I'D BEEN ON THE
RUN TOO LONG, GOTTEN
RUSTY.

"MAYBE I JUST
GOT SLOPPY.

"EITHER WAY, THE ONE THING
I'M SURE I GOT WAS CAUGHT.



"AN' NO MATTER HOW
TOUGH YOU MIGHT THINK
AMERICAN LAW IS, FRENCH
LAW IS EVEN WORSE!

"I GOT SENTENCED TO FIFTEEN YEARS ON A LITTLE SPIT OF SWAMP AND JUNGLE THEY CALLED 'THE ISLAND WHERE THE DEAD GO TO DIE'."

"NO PICNIC, LEMME TELL YA, BUT I WASN'T ABOUT TO LET THEM KNOW THEY WERE GETTIN' TO ME!"

"ANYWAYS, A YEAR INTO MY STAY IN THAT LITTLE HEALTH SPA I MET UP WITH BIG BILL BAKER."

"LIKE ME, HE WAS AN AMERICAN ON THE RUN--AN' WE LOOKED JUST ENOUGH ALIKE THAT THE GUARDS THOUGHT IT WOULD BE FUNNY TO CHAIN US TOGETHER."

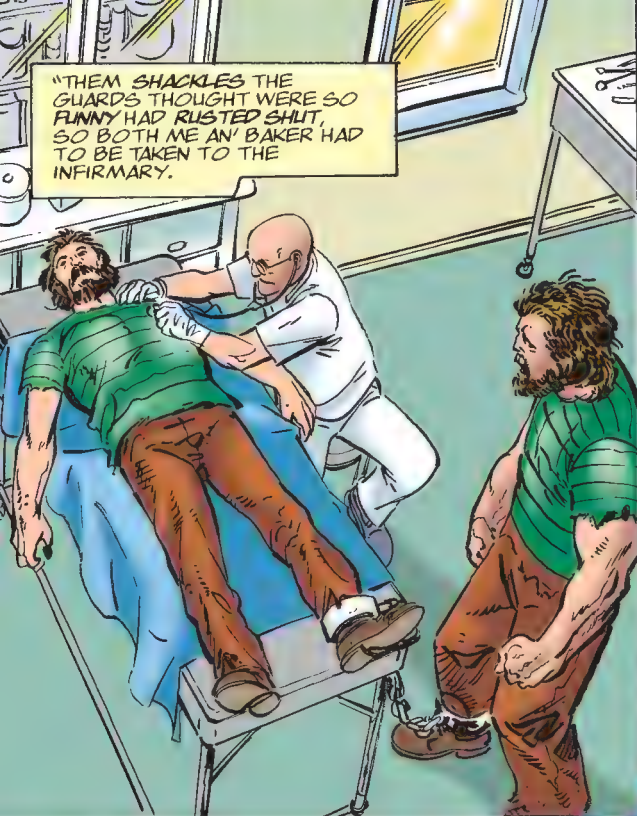
"SO FOR THE NEXT SIX MONTHS, HIM AN' ME WAS SIAMESE TWINS, JOINED AT THE ANKLES."

"SPEND THAT MUCH TIME WITH A GUY, AND YOU GET TO KNOW ALL THERE IS TO KNOW."

"LIKE I FOUND OUT HE'D LEFT THE STATES SO HIS SWEET LITTLE GRAY-HAIRED OL' MOTHER WOULDN'T FIND OUT WHAT A RAT HE WAS."

"ANYWAYS, ONE DAY HE GETS THIS BAD COUGH..."

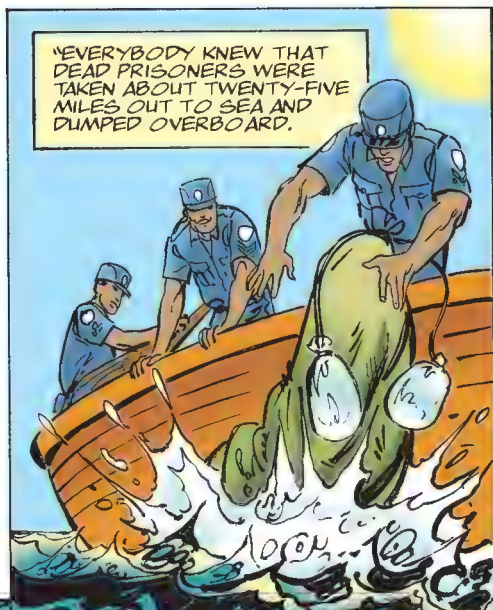
"...AND THREE DAYS LATER I WAKE UP AND FIND HIM DEAD IN HIS BUNK."



"THEM SHACKLES THE GUARDS THOUGHT WERE SO FUNNY HAD RUSTED SHUT, SO BOTH ME AN' BAKER HAD TO BE TAKEN TO THE INFIRMARY.

"WELL, T'MAKE A LONG STORY SHORT, PRISON DOCTORS IN THAT PART OF THE WORLD AIN'T EXACTLY TH' CREAM OF THE CROP, Y'KNOW?

"A COMBINATION OF MUSCLE AND PROMISED BRIBES, AND HE WAS CONVINCED TO PUT ME IN THE BURIAL SACK.

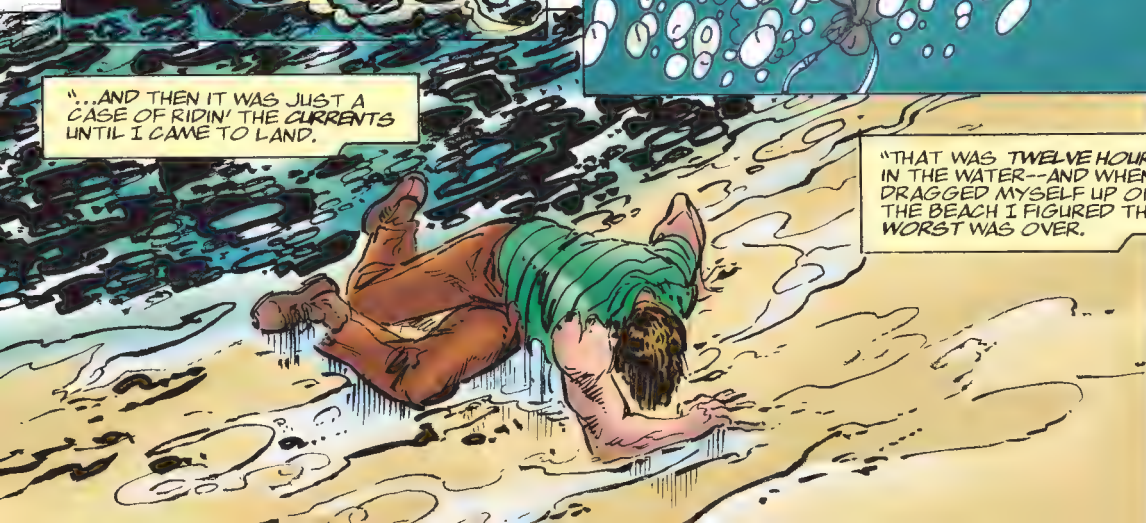


"EVERYBODY KNEW THAT DEAD PRISONERS WERE TAKEN ABOUT TWENTY-FIVE MILES OUT TO SEA AND DUMPED OVERBOARD.



"WITH A SCALPEL I SWIPED FROM THE INFIRMARY I WAS ABLE TO CUT MY WAY OUT OF THE SACK...

"...AND THEN IT WAS JUST A CASE OF RIDIN' THE CURRENTS UNTIL I CAME TO LAND.



"THAT WAS TWELVE HOURS IN THE WATER--AND WHEN I DRAGGED MYSELF UP ON THE BEACH I FIGURED THE WORST WAS OVER.

"I HAD NO IDEA!"

"I FOUND THIS WEIRD
LITTLE SHANTYTOWN
THAT LOOKED LIKE IT
HAD BEEN THROWN TO-
GETHER OVERNIGHT!"

"IT WAS
DESERTED."



"THEN I
FOUND
SOME-
THIN'
THAT
MADE
MY
BLOOD
RUN
COLD."

"I'M NO
SCIEN-
TIST,
BUT I
KNEW
WHAT
THAT
TOWER
WAS
FOR."



"I'D WALKED INTO THE MIDDLE
OF A FRENCH NUCLEAR TEST!"

"I HAD NO WAY OF KNOWING
HOW BIG THE BOMB WAS,
OR HOW LONG BEFORE THE
TEST..."



"...BUT I KNEW I HAD TO
GET OFF THAT ISLAND."

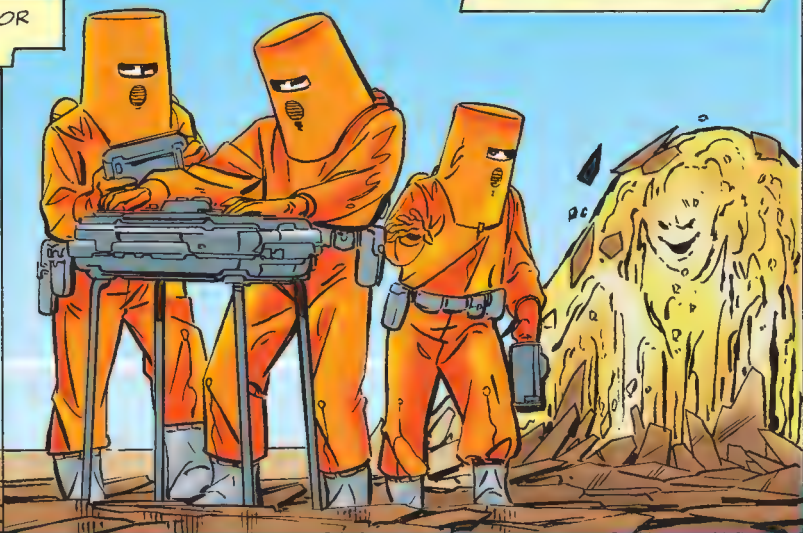
"NEEDLESS TO SAY, I
DIDN'T MAKE IT!"



"I DON'T KNOW HOW MANY DAYS LATER THE FRENCH INSPECTION CREW ARRIVED TO CHECK OUT THE TEST."

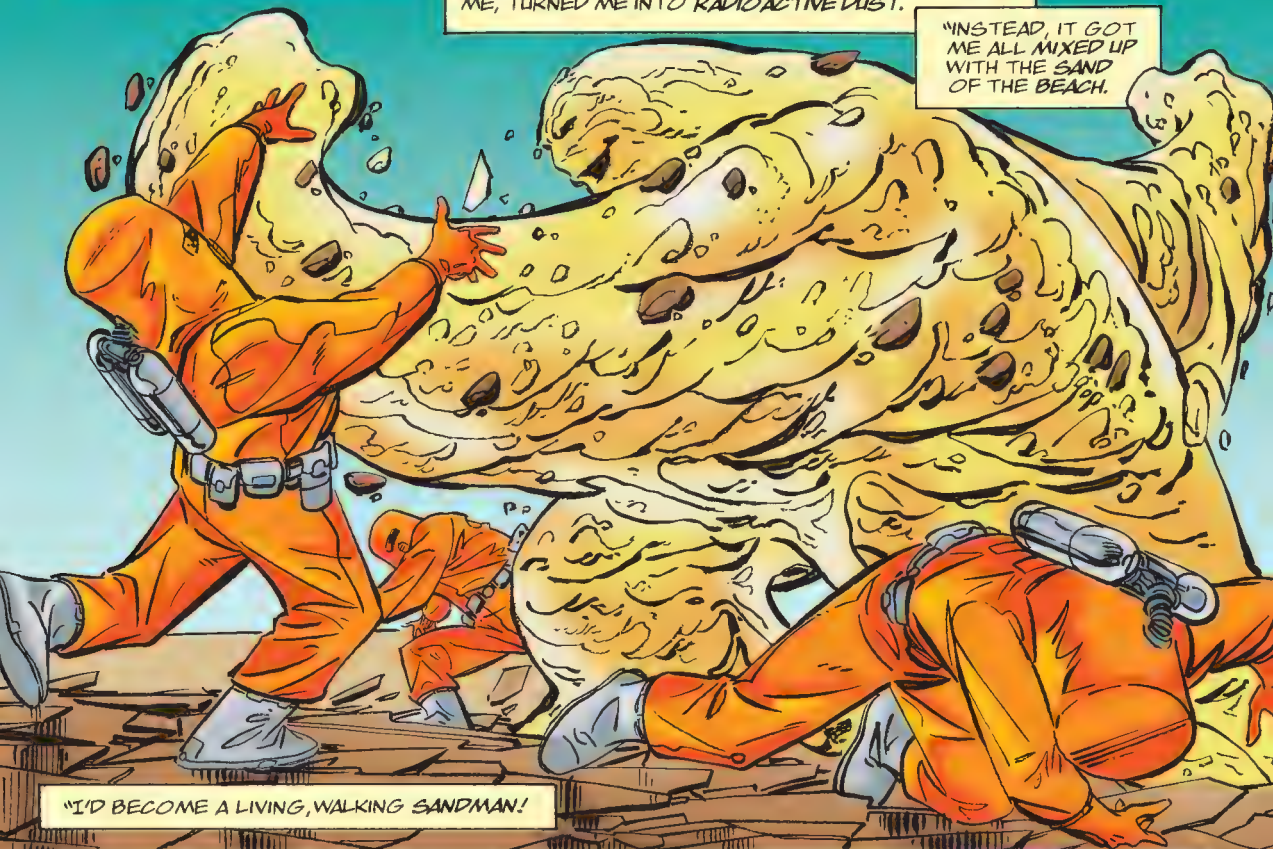
"I WAS UNCONSCIOUS FOR MOST OF THAT TIME."

"BUT BY THE TIME THEY DID ARRIVE, I'D MADE AN IMPORTANT DISCOVERY!"



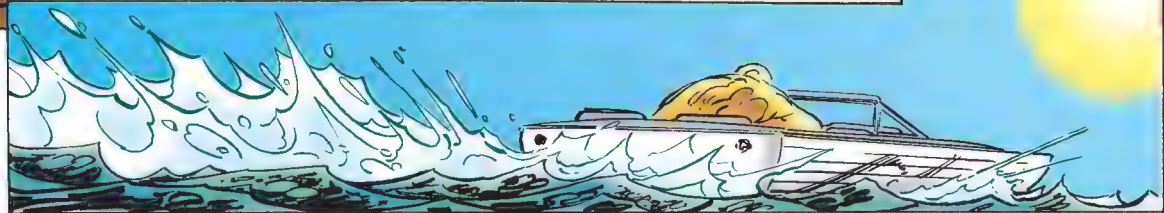
"BY ALL RIGHTS THAT BLAST SHOULD HAVE KILLED ME, TURNED ME INTO RADIOACTIVE DUST."

"INSTEAD, IT GOT ME ALL MIXED UP WITH THE SAND OF THE BEACH."



"I'D BECOME A LIVING, WALKING SANDMAN!"

"I STOLE THE INSPECTION TEAM'S LAUNCH AND HEADED BACK FOR CIVILIZATION."

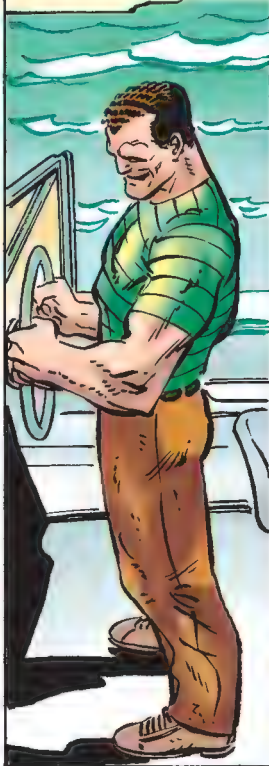


"ALONG THE WAY I FIGURED OUT HOW TO USE MY NEW POWERS TO ALTER MY APPEARANCE.

"I COULDN'T LOOK LIKE ANYONE BUT FLINT MARKO, BUT I COULD GIVE MYSELF A SHAVE AND A HAIRCUT.



"I COULD EVEN REPAIR MY CLOTHES, ALTHOUGH I COULDN'T TURN 'EM INTO ANYTHING BUT MY PRISON UNIFORM.



I SPENT A FEW MONTHS PRACTICING, LEARNING WHAT ELSE I COULD DO WITH MY POWERS--AN' REALIZING THEY MADE ME PRETTY MUCH UNBEATABLE.

I WAS JUST MAKIN' MY PLANS TO RETURN TO THE STATES AN' PUT 'EM TO GOOD USE WHEN YOU SHOWED UP.

YES--WITH A PROPOSITION.



I'VE BEEN RECRUITING PEOPLE FOR SOME TIME NOW, FOR A PROJECT I'M PUTTING TOGETHER BACK IN NEW YORK.

I THOUGHT OF YOU AT ONCE--AND BECAUSE OF YOUR RECORD AS A COLD-BLOODED KILLER, NOT BECAUSE WE HAPPEN TO SHARE A GREAT-GRANDMOTHER.

AN' YOUR PEOPLE SPENT MONTHS TRACKING ME DOWN.

WELL, IT BETTER BE SOMETHIN' REAL SPECIAL, NORMIE. I GOT MY OWN PLANS, YOU KNOW!



AND THIS WILL NOT INTERFERE WITH THEM AT ALL. COME BACK TO THE STATES WITH ME NOW, DO WHATEVER YOU WANT, BUILD YOURSELF A REPUTATION AS "THE SANDMAN".

JUST BE READY TO COME TO NEW YORK WHEN I SEND WORD.

SURE, 'CUZ, SURE!

AN' THEN WE'LL GO SQUASH OURSELVES A SPIDER!



On Wings of EVIL!

JOHN BYRNE
WRITER, PENCILER,
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STEVE DITKO
ROGER STERN
AND
JOHN ROMITA
JR.



ADRIAN TOOMES
IS A MAN WHO
SEES HIMSELF AS
HARD DONE TO
BY THE WORLD.

NEARING THE END
OF A LONG LIFE,
HE ENVIES THE
YOUNG, RESENTS
THEIR VIGOR AND
EASY GRACE.

HE IS SUSPICIOUS
OF ALL HE DEALS
WITH, INCLUDING
HIS BUSINESS
PARTNER--AND AS
WE SHALL
DISCOVER, IN THE
LATTER CASE, AT
LEAST, NOT
WITHOUT REASON.

BUT EVEN ADRIAN
TOOMES CANNOT
FORESEE THE
PATH ONTO WHICH
HIS BITTERNESS
AND PARANOIA
WILL DIRECT HIM.

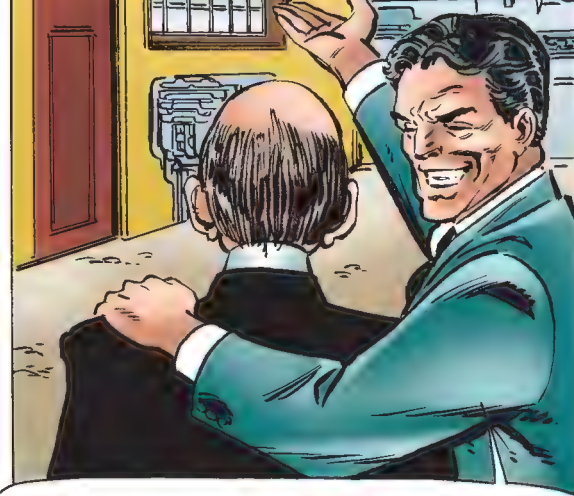
AT A TIME WHEN
MOST MEN HIS
AGE THINK OF
RETIREMENT AND
A WELL EARNED
REST, ADRIAN
TOOMES IS
ABOUT TO
EMBARK UPON A
NEW CAREER
--ONE WITH A
DECIDEDLY
CRIMINAL BENT!

TO UNDERSTAND HIS SAD STORY, LET US LOOK BACK SEVERAL YEARS...

B&T Electronics

...TO A DAY WHICH SEEMED MORE FULL OF BRIGHT PROMISE THAN THE SHADOWS OF DISASTER!

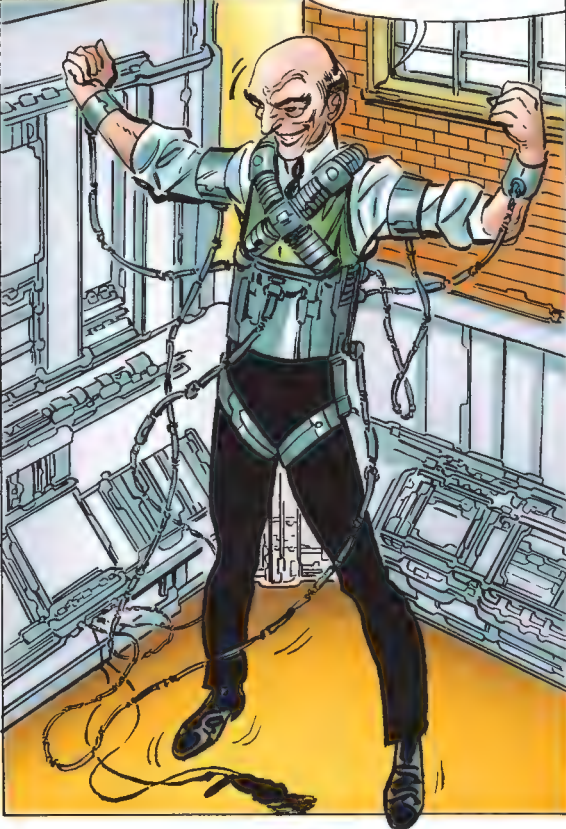
THIS IS JUST THE BEGINNING, ADRIAN! WITH YOUR KNOWLEDGE AND MY BUSINESS SAVVY...



...WE'LL BE BIGGER THAN THE BIGGEST IN NO TIME!

THE BREAKTHROUGH CAME EVEN SOONER THAN TOOMES PREDICTED...

IT WORKS! THE ELECTROMAGNETIC HARNESS WORKS!!



BOLD WORDS--AND SEEMINGLY DESTINED TO COME TRUE, AS ADRIAN TOOMES APPLIES HIS KEEN MIND TO HIS DREAM PROJECTS.

PROFITS ARE UP FIVE PERCENT AGAIN THIS QUARTER, ADRIAN!

OF COURSE, I'M ROLLING THEM ALL BACK INTO FUNDING FOR YOUR RESEARCH.

EXCELLENT, GREG!

A MAJOR BREAK-THROUGH IS ONLY MONTHS AWAY--I CAN FEEL IT!



TOOMES HURRIED TO GREG BESTMAN'S OFFICE.

HE DID NOT FIND HIS PARTNER THERE, BUT...

...???... GREG SAID PROFITS WERE UP FIVE PERCENT, BUT ACCORDING TO THESE PAPERS...

ADRIAN! WHAT THE DEVIL ARE YOU DOING HERE?!



YOU LIED TO ME!
PROFITS ARE UP TENFOLD
OVER WHAT YOU TOLD ME!
WHERE IS ALL THE
MONEY?!?



SUDDENLY, ADRIAN TOOMES REALIZED WHAT HE
WAS DOING...

I-I LIFTED
HIM OFF THE
FLOOR AS IF
HE WEIGHED
NOTHING!



I DON'T KNOW HOW YOU DID
THAT, OLD MAN--AND I
DON'T CARE!

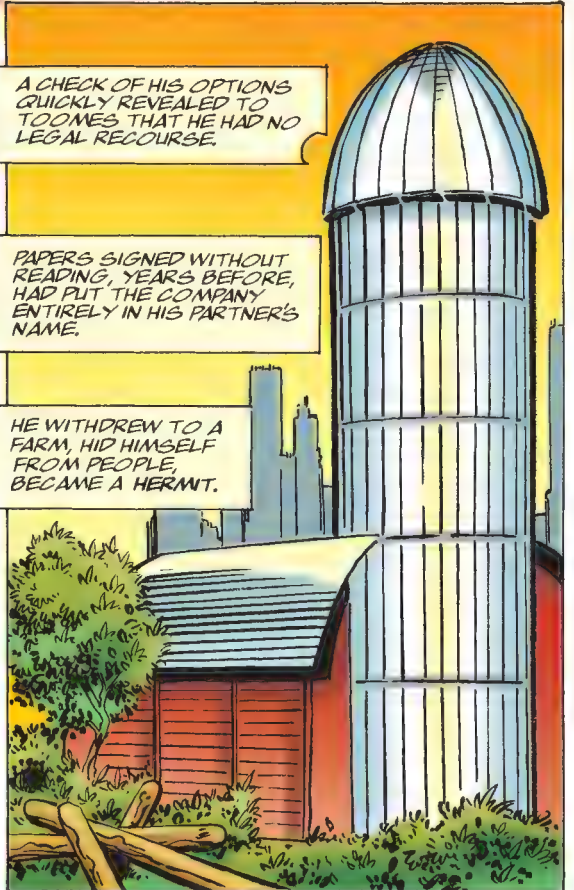
CLEAN OUT YOUR
DESK! YOU'RE
THROUGH HERE!



A CHECK OF HIS OPTIONS
QUICKLY REVEALED TO
TOOMES THAT HE HAD NO
LEGAL RECOURSE.

PAPERS SIGNED WITHOUT
READING, YEARS BEFORE,
HAD PUT THE COMPANY
ENTIRELY IN HIS PARTNER'S
NAME.

HE WITHDREW TO A
FARM, HID HIMSELF
FROM PEOPLE,
BECAME A HERMIT.



ALBEIT, A
HERMIT
WITH A
PURPOSE...

BESTMAN MAY OWN MY RESEARCH,
BUT HE DOES NOT OWN MY MIND!

I'VE DEVELOPED THE
HARNESS BEYOND ANYTHING
HE COULD HAVE IMAGINED!



THE PORTABLE
POWERPACK
WORKS
PERFECTLY.

AND THE ENERGIES IT
GENERATES SEEM TO HAVE
PERMANENTLY AFFECTED
MY BODY, MY MUSCLES.

NOT ONLY CAN I FLY, I CAN
PUNCH THROUGH SOLID OAK
AS IF IT WERE CARDBOARD!



TOOMES HAD POWER, BUT NO TARGET ON WHICH
TO FOCUS IT...

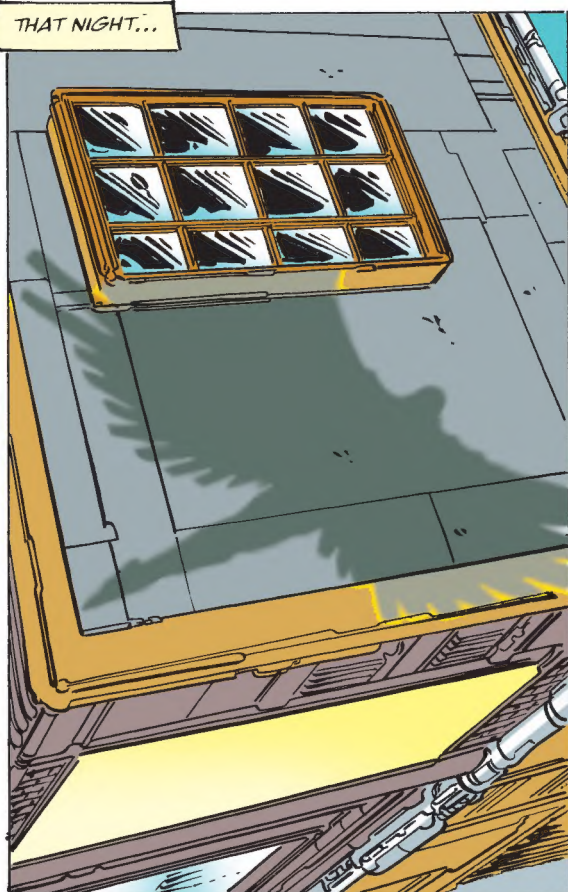
...UNTIL ONE DAY, A FEW
WEEKS LATER, THE
CLIPPING SERVICE HE'D
HIRED TO KEEP TRACK OF
HIS EX-PARTNER'S DOINGS
PRODUCED...

SO! ACCORDING
TO THIS, BESTMAN
HAS DECIDED TO
SELL OUR OLD
COMPANY...

...AT A HUGE
PROFIT FOR
HIMSELF!



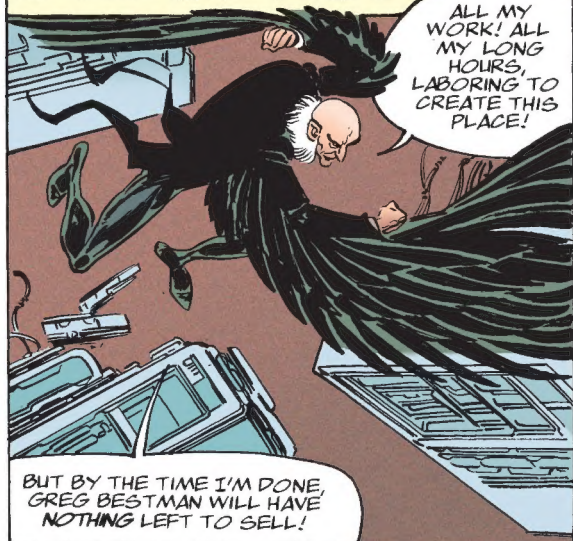
THAT NIGHT...



...FOR THE FIRST TIME,
THE VULTURE FLIES!



A COLD JOY FILLED THE OLD MAN'S HEART AS HE
ATTACKED THE INSTRUMENTS AND MACHINERY HE
HAD HIMSELF HELPED TO CREATE.



ALL MY
WORK! ALL
MY LONG
HOURS,
LABORING TO
CREATE THIS
PLACE!

A MADNESS
SEEMS NOW TO CONSUME
THE MIND AND HEART OF
ADRIAN TOOMES.



THE MORE HE DESTROYS,
THE MORE HE WANTS TO
DESTROY.

BUT BY THE TIME I'M DONE,
GREG BESTMAN WILL HAVE
NOTHING LEFT TO SELL!

THE MORE HE UNLEASHES
HIS HATRED, THE GREATER
THAT HATRED BECOMES...

THAT WILL
DERAIL BEST-
MAN'S PLANS...



...BUT IT'S NOT ENOUGH.
WITH THE POWER I TAKE
FROM THESE WINGS, I CAN
AVENGE MYSELF FOR
EVERY CRIME THE WORLD
HAS EVER COMMITTED
AGAINST ME!

...UNTIL GREG BESTMAN SEEMS NOT AT ALL A
LARGE ENOUGH TARGET.

BUT A WIDER PLAN
REQUIRES PREPARATION!
MY WINGS ALLOW ME TO
GLIDE OVER WIDE
EXPANSES, IF I KEEP IN A
STRAIGHT LINE.



BUT MY HARNESS FLIES BY
MAGNETIC REPULSION. I
WILL NEED MECHANISMS
INSTALLED ALL ACROSS THE
CITY, IF I AM TO HAVE
FREE RANGE TO MANEUVER.

"AND I KNOW JUST THE MAN WHO CAN ARRANGE
THAT FOR ME!"

AND SO, A FEW DAYS
LATER, IN A SMALL
GREENWICH VILLAGE
SHOP...

PLACE
MAGNETIC
REPULSION UNITS
ALL ACROSS
MANHATTAN...

AND
SURREP-
TITIOUSLY,
AT THAT.



AN INTERESTING
CHALLENGE,
TOOMES!

AND ONE
THE
TINKERER
IS HAPPY TO
ACCEPT--FOR
A PRICE!

NAME
IT.

ONCE I EMBARK UPON MY
NEW CAREER AS A JEWEL
THIEF MY RESOURCES WILL
BE LIMITLESS--AND
NOTHING WILL STAND IN MY
WAY!

NOTHING, PERHAPS, EXCEPT
THE TROUBLED TEENAGER
WHO IS THE UNSEEN LINK
BETWEEN ALL THREE OF
OUR STRANGE TALES.

THE AMAZING
SPIDER-MAN!





Tyrant
Lizard
King

EMPIRE